

CURTIS, MALLET-PREVOST, COLT & MOSLE LLP

FRANKFURT MUSCAT  
HOUSTON LONDON  
MEXICO CITY PARIS  
MILAN STAMFORD  
WASHINGTON

ATTORNEYS AND COUNSELLORS AT LAW  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178-0061

TELEPHONE 212-696-6000  
FACSIMILE 212-697-1559  
VOICE MAIL 212-696-6028  
E-MAIL INFO@CM-P.COM  
INTERNET WWW.CM-P.COM

WRITER'S DIRECT:  
TELEPHONE 212-696-6196  
E-MAIL JPIZZURRO@CM-P.COM

November 4, 2005

**BY FED EX and HAND DELIVERY**

The Honorable Joseph J. Farnan, Jr.  
United States District Court  
District of Delaware  
844 King Street  
Wilmington, DE 19801

Re: ***In re NorthWestern Corporation***  
**Bankruptcy Case No.: 03-12872 (JLP)**

Dear Judge Farnan:

We write on behalf of NorthWestern Corporation ("NorthWestern") to report on the status of the parties' efforts to select a mediator to mediate the various actions involving Magten Asset Management Corp. ("Magten"), NorthWestern and other parties (the "Actions"), pending before this Court.

In accordance with Your Honor's October 24, 2005 Order (the "Order"), the parties actively engaged in discussions to select a mediator. The parties did reach agreement on two mediators, both prominent attorneys. Unfortunately, both individuals declined to serve as mediator due to a lack of availability in the time-frame contemplated by the Court's Order, even assuming a short extension of time. Some of the difficulty in selecting a mediator comes from the intent of the parties to find a mediator free from conflicts or relationships with the interested clients.

The parties are committed to continue their effort to select a mediator and to proceed with the mediation as soon as possible. In that spirit, NorthWestern has agreed to Magten's request that NorthWestern pay the mediator's fees.

NorthWestern has made every effort to comply with Your Honor's Order, to promptly take all steps necessary to proceed with the mediation. Unfortunately, however, despite our best efforts, we are constrained to ask the Court for a further one week extension of

CURTIS, MALLET-PREVOST, COLT & MOSLE LLP  
ATTORNEYS AND COUNSELLORS AT LAW

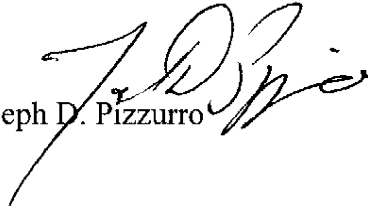
Page 2

Hon. Joseph J. Farnan, Jr.  
November 4, 2005

time to select a mediator. NorthWestern remains ready, willing and able to proceed with the mediation as soon as possible.

I have been advised by counsel for Magten and the Plan Committee that they support this request for an extension.

Respectfully Submitted,

  
Joseph D. Pizzurro

cc: Clerk of Court (*Via CMF*)  
Bonnie Steingart, Esq. (*Via E-Mail*)  
Gary L. Kaplan, Esq. (*Via E-Mail*)  
David A. Jenkins, Esq. (*Via E-Mail*)  
Kathleen M. Miller, Esq. (*Via E-Mail*)  
Bijan Amini, Esq. (*Via E-Mail*)  
William E. Chipman, Jr., Esq. (*Via E-Mail*)  
Neil B. Glassman, Esq. (*Via E-Mail*)  
Charlene D. Davis, Esq. (*Via E-Mail*)  
Adam G. Landis, Esq. (*Via E-Mail*)  
Robert J. Dehney, Esq. (*Via E-Mail*)  
Curtis S. Miller, Esq. (*Via E-Mail*)  
David L. Finger, Esq. (*Via E-Mail*)  
Jesse H. Austin, III, Esq. (*Via E-Mail*)  
Karol K. Denniston, Esq. (*Via E-Mail*)  
Amanda Darwin, Esq. (*Via E-Mail*)  
John V. Snellings, Esq. (*Via E-Mail*)  
Alan W. Kornberg, Esq. (*Via E-Mail*)  
Margaret A. Phillips, Esq. (*Via E-Mail*)  
Stanley T. Kaleczyc, Esq. (*Via E-Mail*)  
Denise Seastone Kraft, Esq. (*Via E-Mail*)  
Office of the United States Trustee (*Via Federal Express*)